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*Attorneys for Defendants*  
 Countrywide Financial Corporation,  
 Countrywide Home Loans, Inc.,  
 Countrywide Home Loans Servicing LP,  
 Countrywide Capital Markets, LLC,  
 Countrywide Securities Corporation,  
 CWALT, Inc., CWABS, Inc., CWHEQ,  
 Inc., and CWMBS, Inc.

**UNITED STATES DISTRICT COURT**

**CENTRAL DISTRICT OF CALIFORNIA**

IN re COUNTRYWIDE FINANCIAL  
 CORP. MORTGAGE-BACKED  
 SECURITIES LITIGATION CASES

Case No. 11-ML-02265-MRP (MANx)

**COUNTRYWIDE DEFENDANTS'  
 NOTICE OF MOTION AND MOTION  
 TO DISMISS PLAINTIFFS'  
 AMENDED COMPLAINT**

Date/Time: May 17, 2012 / 11:00 a.m.  
 Courtroom: 12  
 Judge: Hon. Mariana R. Pfaelzer

THRIVENT FINANCIAL FOR  
 LUTHERANS, *et al.*,  
 Plaintiffs,

v.

Case No. 11-CV-07154-MRP (MANx)

COUNTRYWIDE FINANCIAL

1 CORPORATION, *et al.*,  
2 Defendants.

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**TO ALL PARTIES AND THEIR COUNSEL OF RECORD:**

**PLEASE TAKE NOTICE** that, on May 17, 2012, at 11:00 a.m., or as soon thereafter as the matter may be heard, before the Honorable Mariana R. Pfaelzer, United States District Judge, located at 312 N. Spring Street, Courtroom 12, Los Angeles, California, 90012, defendants Countrywide Financial Corporation, Countrywide Securities Corporation, Countrywide Home Loans, Inc., Countrywide Home Loans Servicing LP; Countrywide Capital Markets, LLC, CWALT, Inc., CWMBS, Inc., CWABS, Inc., and CWHEQ, Inc. (together, the “Countrywide Defendants”) will and hereby do move for an order dismissing with prejudice certain claims asserted in the Amended Complaint, filed by Plaintiffs on March 9, 2012 in the above-captioned matter.

As grounds for this motion, the Countrywide Defendants state that on February 17, 2012, this Court dismissed Plaintiffs’ fraudulent misrepresentation, reckless misrepresentation, and fraudulent inducement claims (to the extent such claims concern title transfer allegations), aiding and abetting fraud claims, and negligent misrepresentation claims without prejudice. *See* Order re: Motions to Dismiss, dated February 17, 2012, Docket No. 170. In the Amended Complaint, Plaintiffs repeated—but did not amend—these previously dismissed claims “solely and exclusively to preserve [their] appellate rights.” Amended Complaint at 1 n.1. Because Plaintiffs chose not to amend these claims, they should now be dismissed with prejudice.

This motion is made based on this Notice of Motion and Motion, the Memorandum of Points and Authorities in support thereof, all other papers, pleadings, documents, arguments of counsel, and materials presented before or during the hearing on this motion, and any other evidence and argument the Court may consider.

Pursuant to Local Rule 7-3, counsel for the Countrywide Defendants

1 conferred telephonically with counsel for Plaintiffs regarding this Motion on March  
2 21, 2012. The parties were unable to reach agreement.

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4 Dated: March 30, 2012

**GOODWIN PROCTER LLP**

/s/ Brian E. Pastuszenski

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